

1 MAYER BROWN LLP  
LEE H. RUBIN (SBN 141331)  
lrubin@mayerbrown.com  
2 EDWARD D. JOHNSON (SBN 189475)  
wjohnson@mayerbrown.com  
3 DONALD M. FALK (SBN 150256)  
dfalk@mayerbrown.com  
4 ANNE M. SELIN (SBN 270634)  
aselin@mayerbrown.com  
5 Two Palo Alto Square, Suite 300  
3000 El Camino Real  
6 Palo Alto, CA 94306-2112  
Telephone: (650) 331-2000  
7 Facsimile: (650) 331-2061

8 *Attorneys for Defendant*  
9 *Google Inc.*

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11 **UNITED STATES DISTRICT COURT**  
12 **NORTHERN DISTRICT OF CALIFORNIA**  
13 **SAN JOSE DIVISION**

14 IN RE: HIGH-TECH EMPLOYEE  
ANTITRUST LITIGATION

15 THIS DOCUMENT RELATES TO:  
16 ALL ACTIONS

**Master Docket No. 11-CV-2509-LHK**

**DECLARATION OF ANNE M. SELIN  
IN SUPPORT OF DEFENDANTS'  
RENEWED ADMINISTRATIVE  
MOTION TO FILE UNDER SEAL  
FILINGS RELATED TO PLAINTIFFS'  
SUPPLEMENTAL MOTION FOR  
CLASS CERTIFICATION**

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21 I, Anne M. Selin, declare as follows:

22 1. I am an attorney with the law firm of Mayer Brown LLP, counsel for Defendant  
23 Google, Inc. ("Google") in the above-captioned matter. I am admitted to practice law before this  
24 Court. I submit this declaration in support of Defendants' Renewed Administrative Motion to  
25 File Under Seal Filings Related to Plaintiffs' Supplemental Motion for Class Certification  
26 ("Renewed Motion to Seal") that is being filed concurrently herewith. As an attorney involved  
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1 in the defense of this action, unless otherwise stated, I have personal knowledge of the facts  
2 stated in this declaration and if called as a witness I could and would competently testify to them.

3 2. I have reviewed (a) the Declaration of Lisa J. Cisneros in Support of Plaintiffs’  
4 Supplemental Motion for Class Certification (ECF No. 418-2) (“Cisneros Declaration”), and  
5 supporting exhibits; (b) the Declaration of Dean M. Harvey in Support of Plaintiffs’ Supplement  
6 Motion for Class Certification (ECF No. 418-1), and supporting exhibits (“Harvey Declaration”);  
7 and (c) the Declaration of Anne B. Shaver in Support of Plaintiffs’ Reply in Support of  
8 Supplemental Motion for Class Certification (ECF No. 456) (“Shaver Declaration”), and  
9 supporting exhibits.

10 3. Google previously sought to seal confidential Google information included in  
11 certain exhibits to the Cisneros Declaration, Harvey Declaration, and Shaver Declaration. On  
12 March 14, 2014, the Court granted and denied without prejudice certain of Google’s sealing  
13 requests and held that Google could renew its motion to seal as to those denied without  
14 prejudice. Order Granting in Part and Denying in Part Motions to Seal (March 14, 2014) (ECF  
15 No. 730) (“Sealing Order”). In particular, the Court denied without prejudice Google’s requests  
16 to seal Cisneros Exhibits Q, R, S, T, V, W, X, EE (deposition excerpts), Cisneros Exhibits 176,  
17 472, 608, 614, 621, 660, 666, 668, 674, and 2422, and Shaver Exhibits E, K and O. *Id.* As  
18 detailed below, Google is renewing its request to seal only narrowly tailored portions of those  
19 exhibits that reflect the most highly confidential information regarding Google’s compensation,  
20 recruiting, and hiring strategies and practices, the public disclosure of which would cause harm  
21 to Google. Certain exhibits also contain personally identifying information which Google has  
22 redacted to protect the privacy of third parties.

23 4. In addition, in its Sealing Order, the Court granted Google’s sealing requests as to  
24 certain exhibits to the Cisneros Declaration and Harvey Declaration (Cisneros Exhibits 173, 616,  
25 1600, 1609, 1613, 1618, 1625, 1629, 1753, 2425, 2426 and Exhibit 14 to the Harvey  
26 Declaration) “as to the redacted portions identified by Defendants.” Sealing Order at 17:3-4;  
27 20:8-20; 23:27-28. However, no redacted versions of those exhibits were submitted by Google  
28 as part of its original sealing request on May 17, 2013; rather, Google had requested that these

1 exhibits be maintained under seal in their entirety. Declaration of Eric B. Evans, ECF No. 427.  
 2 Therefore, Google is now filing narrowly tailored redacted versions of those exhibits herewith,  
 3 which Google respectfully requests this Court to allow to be maintained under seal in redacted  
 4 format in the public record.

5 5. The basis for Google's proposed redactions identified in paragraphs 6 to 8 below  
 6 can be found in the Declarations of Frank Wagner (Google's Director of Compensation) that  
 7 were filed on October 9, 2012, November 12, 2012, and December 18, 2012 (ECF Nos. 201,  
 8 221, and 261 respectively). In those declarations, Mr. Wagner describes the competitive harm  
 9 that Google would suffer if certain highly confidential and highly sensitive details about  
 10 Google's compensation, hiring, and recruiting practices that reflect Google's  
 11 internal deliberations and business strategy related to how Google recruits and how Google sets  
 12 and structures compensation (including salary, bonus and equity) for its employees were made  
 13 public.

#### 14 **Google's Confidential Information in Exhibits to the Cisneros Declaration**

15 6. Google renews its requests to seal discrete portions of the following exhibits  
 16 attached to the Cisneros Declaration:

17 a) **Exhibit Q**, excerpts from the deposition of Laszlo Bock taken on March  
 18 27, 2013, portions of which contain highly sensitive and confidential details of how  
 19 Google sets and structures compensation, Google's compensation philosophy, including  
 20 details relating to equity, bonuses, and other forms of compensation, specifically pages  
 21 38:4-6; 38:19-39:4; 39:9, 11-12, 18-22, 24-25; 40:1; 41:1; 44:16-17; 45:22-23; 52:3-8;  
 22 71:4-5; 72:11-12; 79:17-19; 79:21-80:2; 80:8-24; 81:2-6; 82:14, 21-23; 87:1-21; 93:22-  
 23 25; 95:20-21, 23-24; 96:7; a proposed redacted version is being submitted concurrently  
 24 herewith.

25 b) **Exhibit R**, excerpts from the deposition of Sergey Brin taken on March  
 26 19, 2013, portions of which contain highly sensitive and confidential details of Google's  
 27 counteroffers, hiring, and recruiting and personal information of individuals recruited by  
 28 Google, specifically pages 44:4; 59:1; 60:4; 111:24; 112:3, 6, 13; 113:2-3; 176:10-16, 22-

23; 177:13-22; 178:3-6, 15-18; 178:21-179:1; 179:14-16; 180:1-4, 10-14; 194:2-3, 194:18-195:1; a proposed redacted version is being submitted concurrently herewith.

c) **Exhibit S**, excerpts from the deposition of Shona Brown taken on January 30, 2013, portions of which contain highly sensitive and confidential details about Google's employee rating system, how Google structures compensation, Google's recruiting strategies, and changes in Google's compensation structure over time, specifically pages 79:25-80:1; 80:10-12, 19-21, 23-24; 81:3-12, 18-19; 81:22-82:23; 83:6-11, 15-22; 96:9-10, 12-13, 14, 17; 97:1-9; 232:1-11, 20-21; 233:1-4; 252:16-19; a proposed redacted version is being submitted concurrently herewith.

d) **Exhibit T**, excerpts from the deposition of Alan Eustace taken on February 27, 2013, portions of which contain highly sensitive and confidential details of Google's hiring and recruiting strategies, how Google structures compensation, and Google's compensation philosophy, specifically pages 26:1-19; 35:10-36:8; 38:11-16; 38:20-39:2; 133:1-11; 136:7-8; 136:17-137:1; 137:20-25; 167:23-168:6; 169:3-7, 9-11, 16, 20-25; 170:7, 12; 23-25; 182:8, 10; 184:1-11; a proposed redacted version is being submitted concurrently herewith.

e) **Exhibit V**, excerpts from the deposition of Jonathan Rosenberg taken on March 13, 2013, portions of which contain highly sensitive and confidential details about Google's policies and practices relating to counteroffers, specifically pages 119:12-15, 17-21; 199:24-120:6; 120:22-24; 121:16, 18-21, 23-24; 125:3-7; a proposed redacted version is being submitted concurrently herewith.

f) **Exhibit W**, excerpts from the deposition of Eric Schmidt taken on February 20, 2013, portions of which contain highly sensitive and confidential details about Google's recruiting strategies, Google's counteroffering strategies, how Google structures compensation, personal information of individuals recruited by Google, specifically pages 44:2-5, 23-25; 46:1-5; 47:6-9, 14-16; 103:5, 9; 104:25; 105:12, 20; 106:7; 140:4; 143:1-4, 9-10; 178:25-179:4; 179:8-18, 20-22; 204:14-18, 20-21, 24-25;

1 205:2-12; 205:22-206:3; 206:6-12; 210:2-4; 210:21-211:3; a proposed redacted version is  
2 being submitted concurrently herewith.

3 g) **Exhibit X**, excerpts from the deposition of Frank Wagner taken on March  
4 7, 2013, portions of which contain highly sensitive and confidential details about how  
5 Google sets and structure compensation for new and current employees, Google's hiring  
6 practices and strategies, Google's counteroffer strategy, and changes in Google's  
7 compensation philosophy over time, specifically pages 31:11-13, 18-21; 32:4-9, 14-19;  
8 32:21-33:2; 33:12-20, 25; 35:14-17, 21-23; 35:25-36:9; 36:17-18; 37:6-11, 14-15, 17-18;  
9 38:1-2, 6-7, 10-13; 39:20-25; 40:15-17; 47:20-48:6; 48:11-16, 18-24; 49:18-23; 51:19,  
10 22-23; 52:2, 5-10, 12-15, 17-25; 56:17-57:8; 57:10-13, 18-20; 61:21-62:4; 62:6-8, 12-14,  
11 23-24; 63:1, 12-19; 63:25-64:9, 64:12-13, 20-21; 64:23-65:2; 65:5-19, 22-24; 66:1-4, 7-8,  
12 12-15, 18, 20-25; 75:11-21; 76:7-11; 133:9-12; 134:6-15; 135:14-18; 136:1-9; 137:6-8;  
13 139:6, 10-16; 158:9-17; 159:10-18, 22-23; 160:12-21; 170:15-19; 172:4-7, 9, 18-24;  
14 209:4-7, 12-15; 210:3-10, 12-16; 211:9-11; 213:16-17, 20-25; 215:1-2, 5-8, 11, 13-14;  
15 216:5-10, 13-24; 217:23-25; 223:4-6, 21; a proposed redacted version is being submitted  
16 concurrently herewith.

17 h) **Exhibit EE**, excerpts from the deposition of William Campbell taken on  
18 February 5, 2013, portions of which contain highly sensitive and confidential details  
19 about components of Google's compensation and employee retention programs and  
20 practices, specifically page 141:3-8, 10-13, 20; a proposed redacted version is being  
21 submitted concurrently herewith.

22 i) **Exhibit 173**, a Google document, portions of which contain highly  
23 sensitive and confidential data and analyses relating to Google's compensation,  
24 recruiting, and employee retention practices; a proposed redacted version is being  
25 submitted concurrently herewith.

26 j) **Exhibit 176**, an e-mail chain, portions of which contain personally  
27 identifying information; a proposed redacted version is being submitted concurrently  
28 herewith.

1 cc) **Exhibit 472**, an e-mail chain, portions of which contain highly sensitive  
2 and confidential details of Google's counteroffer and compensation strategies; a proposed  
3 redacted version is being submitted concurrently herewith.

4 dd) **Exhibit 608**, an e-mail chain, portions of which contain highly sensitive  
5 and confidential details about Google's strategies relating to counteroffers; a proposed  
6 redacted version is being submitted concurrently herewith.

7 ee) **Exhibit 614**, an e-mail chain, portions of which contain highly sensitive  
8 and confidential details of discussions within Google about its policies relating to  
9 counteroffers; a proposed redacted version is being submitted concurrently herewith.

10 ff) **Exhibit 616**, an e-mail chain, portions of which contain highly sensitive  
11 and confidential details about Google's recruiting practices and compensation policies,  
12 including compensation data for an individual employee; a proposed redacted version is  
13 being submitted concurrently herewith.

14 gg) **Exhibit 621**, an e-mail chain, portions of which contain highly sensitive  
15 and confidential details about Google's compensation practices; a proposed redacted  
16 version is being submitted concurrently herewith.

17 mm) **Exhibit 660**, an e-mail chain, portions of which contain highly sensitive  
18 and confidential details about components of Google's compensation practices; a  
19 proposed redacted version is being submitted concurrently herewith.

20 nn) **Exhibit 666**, an e-mail chain, portions of which contain confidential  
21 personally identifying information; a proposed redacted version is being submitted  
22 concurrently herewith.

23 pp) **Exhibit 668**, an e-mail chain, portions of which contain personally  
24 identifying information; a proposed redacted version is being submitted concurrently  
25 herewith.

26 qq) **Exhibit 674**, an e-mail chain, portions of which contain highly sensitive  
27 and confidential details of product strategies, business collaborations, and practices for  
28

1 compensating and promoting employees; a proposed redacted version is being submitted  
2 concurrently herewith.

3 ss) **Exhibit 1600**, several charts, portions of which contain highly sensitive  
4 and confidential details about how Google structures compensation for both incoming  
5 and current employees; a proposed redacted version is being submitted concurrently  
6 herewith.

7 tt) **Exhibit 1606**, a presentation, portions of which contain highly sensitive  
8 and confidential details of how Google structures its compensation; a proposed redacted  
9 version is being submitted concurrently herewith.

10 uu) **Exhibit 1609**, a presentation, portions of which contain highly sensitive  
11 and confidential details about how Google sets and structures compensation; a proposed  
12 redacted version is being submitted concurrently herewith.

13 vv) **Exhibit 1613**, an e-mail chain, portions of which contain highly sensitive  
14 and confidential details of how Google structures compensation; a proposed redacted  
15 version is being submitted concurrently herewith.

16 ww) **Exhibit 1618**, an e-mail chain with an attached document, portions of  
17 which contain highly sensitive and confidential details of Google's compensation  
18 philosophy and how it structures compensation; a proposed redacted version is being  
19 submitted concurrently herewith.

20 xx) **Exhibit 1625**, a Google document, portions of which contain highly  
21 sensitive and confidential details about a proposed change in how Google sets and  
22 structures compensation; a proposed redacted version is being submitted concurrently  
23 herewith.

24 yy) **Exhibit 1629**, an e-mail, portions of which contain highly sensitive and  
25 confidential details about costs associated with a component of Google's compensation  
26 program; a proposed redacted version is being submitted concurrently herewith.

1           aaa) **Exhibit 1753**, an e-mail chain, portions of which contain highly sensitive  
 2 and confidential details about Google's recruiting strategies and practices; a proposed  
 3 redacted version is being submitted concurrently herewith.

4           ggg) **Exhibit 2422**, an e-mail chain, portions of which contain highly sensitive  
 5 and confidential details about how Google structures employee compensation for several  
 6 positions within the company; a proposed redacted version is being submitted  
 7 concurrently herewith.

8           hhh) **Exhibit 2425**, a chart, portions of which contain highly sensitive and  
 9 confidential data revealing how Google structures employee compensation; a proposed  
 10 redacted version is being submitted concurrently herewith.

11           ggg) **Exhibit 2426**, a Google document, portions of which contain highly  
 12 sensitive and confidential details about how Google structures executive compensation  
 13 and bonuses; a proposed redacted version is being submitted concurrently herewith.

14           7. Google also renews its request to seal discrete portions of **Exhibit 14** to the  
 15 Harvey Declaration, an internal Google presentation, portions of which contain highly sensitive  
 16 and confidential details of Google's compensation and recruiting strategies and practices; a  
 17 proposed redacted version is being submitted concurrently herewith.

18           8. Google also renews its request to seal discrete portions of the following exhibits  
 19 attached to the Shaver Declaration:

20           a) **Exhibit E**, excerpts from the deposition of Arnon Geshuri taken on  
 21 August 17, 2012, portions of which contain highly sensitive and confidential details about  
 22 Google's recruiting strategies and practices, specifically pages 63:6-7 and 64:10; a  
 23 proposed redacted version is being submitted concurrently herewith.

24           b) **Exhibit K**, excerpts from the deposition of Frank Wagner taken on March  
 25 7, 2013, portions of which contain highly sensitive and confidential details about how  
 26 Google structures its compensation program and its hiring policies, specifically pages  
 27 30:1-2, 15-17; 31:11-13, 16-21; 32:3-9, 14-19; 32:21-25; a proposed redacted version is  
 28 being submitted concurrently herewith.



1 c) **Exhibit O**, excerpts from the deposition of Kathryn Shaw, Ph.D taken on  
2 July 3, 2013, portions of which contain highly sensitive and confidential details about  
3 components of Google's compensation program, specifically pages 167:18-19; 168:1, 3,  
4 6; 178:17-18, 20-22; 179:1-2, 4-5; a proposed redacted version is being submitted  
5 concurrently herewith.

6 9. Based on the declarations submitted by Frank Wagner (ECF Nos. 201, 221, 261),  
7 the information identified in Paragraphs 6-8 above is highly confidential and highly sensitive  
8 commercial information, from which Google derives economic benefit by maintaining its  
9 confidentiality. Google does not disclose this information to its competitors, customers or the  
10 general public. *Id.* Public disclosure of this information would likely result in competitive harm  
11 to Google by giving third parties, including its competitors, direct insight into confidential and  
12 sensitive aspects of Google's internal decision-making processes and business strategy related to  
13 employee compensation and recruiting. *Id.*

14 I declare under penalty of perjury under the laws of the United States that the foregoing is  
15 true and correct.

16 Executed on March 28, 2014 in Palo Alto, California.

/s/ Anne M. Selin

Anne M. Selin